

United States Bankruptcy Court for the:

Northern District of Georgia

Case number (if known): _____

Chapter you are filing under:

- ☐ Chapter 7
☒ Chapter 11
☐ Chapter 12
☐ Chapter 13

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Worthington Georgia Holdings, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 47-4669730

4. Debtor's address

Principal place of business

1960 Spectrum Circle

Number Street

Unit 100

Marietta

GA

30067

City

State

ZIP Code

Cobb County

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City

State

ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City

State

ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor Worthington Georgia Holdings, LLC Case number (if known) _____
Name

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☒ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☐ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.naics.com/search/>.

531110

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
 If more than 2 cases, attach a separate list.
 District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor WC Prime Investors, LLC Relationship Affiliate
 District Northern District of Georgia When 02/21/2018
 Case number, if known _____
 MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor Worthington Georgia Holdings, LLC Case number (if known) _____
 Name _____

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Worthington Georgia Holdings, LLC Case number (if known) _____
Name

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/21/2018
MM / DD / YYYY

X /s/ Thomas Roberts
Signature of authorized representative of debtor
Title Manager

Thomas Roberts
Printed name

18. Signature of attorney

X /s/ Will Geer
Signature of attorney for debtor

Date 02/21/2018
MM / DD / YYYY

Will Geer
Printed name

Wiggam & Geer, LLC
Firm name

333 Sandy Springs Circle, NE Suite 225
Number Street

Atlanta GA 30328
City State ZIP Code

678-587-8740 wgeer@wiggamgeer.com
Contact phone Email address

940493 GA
Bar number State

Certified Copy of Resolutions Adopted

By the Manager of Worthington Georgia Holdings, LLC

(Authorizing Chapter 11 Petition by Worthington Georgia Holdings, LLC)

I, Thomas Roberts, Manager of Worthington Georgia Holdings, LLC, (hereinafter "Company"), do hereby certify that the following is a true and correct copy of a resolution duly adopted at a meeting of the members of the COMPANY held February 13, 2018, wherein all the members of the COMPANY appeared and that such resolutions have not been amended or rescinded and are now in full force and effect:

RESOLVED, that the filing by the Company of a petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Georgia is hereby APPROVED;

FURTHER RESOLVED, that the Manager of the Company are authorized and directed to file on behalf of the Company a petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Georgia;

FURTHER RESOLVED, that the Manager of the Company be, and is hereby is authorized to retain on behalf of the Company, Wiggam & Geer, LLC, and other counsel as they see fit, to render legal services to, and to represent the Company in connection therewith, on such terms as such officer or officers shall approve;

FURTHER RESOLVED, that the Manager of the Company be, and each of them hereby is, authorized and directed to take any and all such further action and to execute and deliver any and all such further instruments and documents and to pay all such expenses, in the case as in his, her, or their judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted hereby; and

FURTHER RESOLVED: That the Manager, Thomas Roberts, is hereby authorized and empowered to execute petitions, instruments and other documents and to take or cause to be taken such proceedings as may be necessary to secure to COMPANY any and all relief that it may be entitled to under Chapter 11 of said Code.

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any manager or officer of the Company in connection with the reorganization of the Company or any matter related thereto or by virtue of these resolutions is hereby in all respects ratified, confirmed and approved.

WITNESS my hand and the seal of the Company this 13th day of February, 2018.

/s/ Thomas Roberts



By: Thomas Roberts, Manager
Worthington Georgia Holdings, LLC

Fill in this information to identify the case:

Debtor name Worthington Georgia Holdings, LLC
 United States Bankruptcy Court for the: Northern District of Georgia
 Case number (if known): _____ (State)

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B*

\$ 4,220,000.00

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*

\$ 634,460.42

1c. **Total of all property:**

Copy line 92 from *Schedule A/B*

\$ 4,854,460.42

Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*

\$ 4,709,410.83

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 6a of *Schedule E/F*

\$ 0.00

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 6b of *Schedule E/F*

+\$ 223,726.98

4. **Total liabilities**

Lines 2 + 3a + 3b

\$ 4,933,137.81

Fill in this information to identify the case:

Debtor name Worthington Georgia Holdings, LLC

United States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Venture South Development II, LLC 4485 Tench Road, SE Suite 1220 Suwanee, GA, 30024		Services				114,651.17
2	ServPro of East Cobb 3850 Canton Road Suite 3114 Marietta, GA, 30066		Services	Disputed			71,036.43
3	Coleman Talley, LP 3475 Lenox Road, NE Suite 400 Atlanta, GA, 30326		Services				22,906.05
4	Baldwin Crest Group, LLC 570 Piedmont Ave NE #54203 Atlanta, GA, 30308		Services				13,054.00
5	Veritext Corporation c/o CORPORATION SERVICE COMPANY 0 TECHNOLOGY PKWY SOUTH #300 Norcross, GA, 30092		Services				2,079.33
6							
7							
8							

Debtor Worthington Georgia Holdings, LLC Case number (if known) _____
 Name _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

Fill in this information to identify the case:Debtor name Worthington Georgia Holdings, LLCUnited States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets — Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
- ☒ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****2. Cash on hand**\$ 0.00**3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. JPMorgan ChaseChecking \$ 0.08

3.2. _____

\$ _____

4. Other cash equivalents (Identify all)

4.1. _____

\$ _____

4.2. _____

\$ _____

5. Total of Part 1\$ 0.08

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

Part 2: Deposits and prepayments**6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
- ☐ Yes. Fill in the information below.

Current value of debtor's interest**7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

7.1. _____

\$ _____

7.2. _____

\$ _____

Debtor

Worthington Georgia Holdings, LLC
Name

Case number (if known)

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1. _____ \$ _____

8.2. _____ \$ _____

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$ _____

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**☐ No. Go to Part 4.☒ Yes. Fill in the information below.**Current value of debtor's interest****11. Accounts receivable**11a. 90 days old or less: 24,460.34 - 0.00 = → \$ 24,460.34
face amount doubtful or uncollectible accounts11b. Over 90 days old: 0.00 - 0.00 = → \$ 0.00
face amount doubtful or uncollectible accounts**12. Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 24,460.34**Part 4: Investments****13. Does the debtor own any investments?**☒ No. Go to Part 5.☐ Yes. Fill in the information below.**Valuation method used for current value****Current value of debtor's interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. _____ \$ _____

14.2. _____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

% of ownership:

15.1. _____ % _____ \$ _____

15.2. _____ % _____ \$ _____

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

16.1. _____ \$ _____

16.2. _____ \$ _____

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$ _____

Debtor

Worthington Georgia Holdings, LLC

Name

Case number (if known)

Part 5: Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
20. Work in progress				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
21. Finished goods, including goods held for resale				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
22. Other inventory or supplies				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
23. Total of Part 5				\$ _____
Add lines 19 through 22. Copy the total to line 84.				

24. Is any of the property listed in Part 5 perishable?

- ☐ No
- ☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
- ☐ Yes. Book value _____ Valuation method _____ Current value _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested			
_____	\$ _____	_____	\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish			
_____	\$ _____	_____	\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)			
_____	\$ _____	_____	\$ _____
31. Farm and fishing supplies, chemicals, and feed			
_____	\$ _____	_____	\$ _____
32. Other farming and fishing-related property not already listed in Part 6			
_____	\$ _____	_____	\$ _____

Debtor

Worthington Georgia Holdings, LLC
Name

Case number (if known)

33. **Total of Part 6.**

Add lines 28 through 32. Copy the total to line 85.

\$ _____

34. **Is the debtor a member of an agricultural cooperative?**

- ☐ No
- ☐ Yes. Is any of the debtor's property stored at the cooperative?
- ☐ No
- ☐ Yes

35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**

- ☐ No
- ☐ Yes. Book value \$ _____ Valuation method _____ Current value \$ _____

36. **Is a depreciation schedule available for any of the property listed in Part 6?**

- ☐ No
- ☐ Yes

37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☒ No. Go to Part 8.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture	\$ _____	_____	\$ _____
40. Office fixtures	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software	\$ _____	_____	\$ _____
42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1 _____	\$ _____	_____	\$ _____
42.2 _____	\$ _____	_____	\$ _____
42.3 _____	\$ _____	_____	\$ _____

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ _____

44. **Is a depreciation schedule available for any of the property listed in Part 7?**

- ☐ No
- ☐ Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

Debtor

Worthington Georgia Holdings, LLC
Name

Case number (if known)

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
--	--	---	------------------------------------

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

47.1	\$		\$
47.2	\$		\$
47.3	\$		\$
47.4	\$		\$

48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1	\$		\$
48.2	\$		\$

49. Aircraft and accessories

49.1	\$		\$
49.2	\$		\$

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

	\$		\$
--	----	--	----

51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☐ No
☐ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Debtor

Name

Case number (if known)

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☐ No. Go to Part 10.
☒ Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 See Exhibit "A" to Schedule A/B	Fee Simple	\$ 4,220,000.00	Book Value	\$ 4,220,000.00
55.2		\$		\$
55.3		\$		\$

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ 4,220,000.00

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☒ No
☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets	\$		\$
61. Internet domain names and websites	\$		\$
62. Licenses, franchises, and royalties	\$		\$
63. Customer lists, mailing lists, or other compilations	\$		\$
64. Other intangibles, or intellectual property	\$		\$
65. Goodwill	\$		\$

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$

Debtor

Worthington Georgia Holdings, LLC

Name

Case number (if known)

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes. Fill in the information below.

Current value of
debtor's interest

71. Notes receivable

Description (include name of obligor)

_____ — _____ = → \$ _____
Total face amount doubtful or uncollectible amount

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

_____	Tax year _____	\$ _____
_____	Tax year _____	\$ _____
_____	Tax year _____	\$ _____

73. Interests in insurance policies or annuities

_____ \$ _____

74. Causes of action against third parties (whether or not a lawsuit has been filed)

See continuation sheet

_____ \$ 610,000.00

Nature of claim _____

Amount requested \$ _____

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

_____ \$ _____

Nature of claim _____

Amount requested \$ _____

76. Trusts, equitable or future interests in property

_____ \$ _____

77. Other property of any kind not already listed Examples: Season tickets, country club membership

_____ \$ _____

_____ \$ _____

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ 610,000.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Debtor

Worthington Georgia Holdings, LLC

Name

Case number (if known)

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$ 0.08	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$ 0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$ 24,460.34	
83. Investments. <i>Copy line 17, Part 4.</i>	\$ 0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$ 0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$ 0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$ 0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$ 0.00	
88. Real property. <i>Copy line 56, Part 9.</i>	→	\$ 4,220,000.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$ 0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$ 610,000.00	
91. Total. Add lines 80 through 90 for each column. 91a.	\$ 634,460.42	+ 91b. \$ 4,220,000.00
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.	4,854,460.42	\$ 4,854,460.42

Debtor 1

Worthington Georgia Holdings, LLC

Case number (if known)

First Name

Middle Name

Last Name

Continuation Sheet for Official Form 206 A/B

74) Causes of action against third parties (whether or not a lawsuit has been filed)

Claim Against Worthi Converted Rents ngton Condominium Ass for converted rents	100,000.00	Unknown
--	------------	---------

Claim against Phil S Fraud, Contract mith, Simeon Ivanov, , Anaiza Davis, Brian O'Donnell, Austin Saxon, Donny King, Jim Leveritt, and M y Worthington, Inc.	2,000,000.00	Unknown
---	--------------	---------

for Declaratory Ju
dgment,
Breach of Fi
duciary Duty,
Violat
ion of Georgi
a RICO ,
Negligence,
Fraud a
nd Conversion,
attorneys' fees,
an
d Punitive Damages

Claim against United insurance claim National Ins. Company, Inc. for property loss	610,000.00	610,000.00
---	------------	------------

Claim against Worthi Contract, ngton Condominium As Declarator Inc. y Relief, Fraud for failure to main tain insurance, inva lidity of board of directors, brea ch of fiduciar y duty, fraud, and b reach of contract, a mongst other claims	2,159,667.00	Unknown
---	--------------	---------

Property Address	Bldg	Unit
1960 Spectrum Cir, Marietta, GA 30067	60	105
1960 Spectrum Cir, Marietta, GA 30067	60	120
1960 Spectrum Cir, Marietta, GA 30067	60	135
1960 Spectrum Cir, Marietta, GA 30067	60	160
1960 Spectrum Cir, Marietta, GA 30067	60	165
1960 Spectrum Cir, Marietta, GA 30067	60	175
1960 Spectrum Cir, Marietta, GA 30067	60	260
1960 Spectrum Cir, Marietta, GA 30067	60	265
1960 Spectrum Cir, Marietta, GA 30067	60	275
1960 Spectrum Cir, Marietta, GA 30067	60	300
1960 Spectrum Cir, Marietta, GA 30067	60	305
1960 Spectrum Cir, Marietta, GA 30067	60	375
1960 Spectrum Cir, Marietta, GA 30067	60	445
1960 Spectrum Cir, Marietta, GA 30067	60	450
1960 Spectrum Cir, Marietta, GA 30067	60	455
1960 Spectrum Cir, Marietta, GA 30067	60	460
1960 Spectrum Cir, Marietta, GA 30067	60	475
1960 Spectrum Cir, Marietta, GA 30067	60	510
1960 Spectrum Cir, Marietta, GA 30067	60	575
1960 Spectrum Cir, Marietta, GA 30067	60	640
1960 Spectrum Cir, Marietta, GA 30067	60	675
1960 Spectrum Cir, Marietta, GA 30067	60	700
1960 Spectrum Cir, Marietta, GA 30067	60	705
1960 Spectrum Cir, Marietta, GA 30067	60	710
1960 Spectrum Cir, Marietta, GA 30067	60	715
1960 Spectrum Cir, Marietta, GA 30067	60	720
1960 Spectrum Cir, Marietta, GA 30067	60	725
1962 Spectrum Cir, Marietta, GA 30067	62	125
1962 Spectrum Cir, Marietta, GA 30067	62	335
1962 Spectrum Cir, Marietta, GA 30067	62	350
1962 Spectrum Cir, Marietta, GA 30067	62	355
1962 Spectrum Cir, Marietta, GA 30067	62	425
1962 Spectrum Cir, Marietta, GA 30067	62	430
1962 Spectrum Cir, Marietta, GA 30067	62	435
1962 Spectrum Cir, Marietta, GA 30067	62	450
1962 Spectrum Cir, Marietta, GA 30067	62	465
1962 Spectrum Cir, Marietta, GA 30067	62	505
1962 Spectrum Cir, Marietta, GA 30067	62	520
1962 Spectrum Cir, Marietta, GA 30067	62	525
1962 Spectrum Cir, Marietta, GA 30067	62	555
1962 Spectrum Cir, Marietta, GA 30067	62	605
1962 Spectrum Cir, Marietta, GA 30067	62	620

1962 Spectrum Cir, Marietta, GA 30067	62	650
1962 Spectrum Cir, Marietta, GA 30067	62	655

Fill in this information to identify the case:

Debtor name Worthington Georgia Holdings, LLC
 United States Bankruptcy Court for the: Northern District of Georgia of _____ (State)
 Case number (if known): _____

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A
Amount of claim
Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

2.1 Creditor's name
Cobb County Tax Commissioner
 Creditor's mailing address
736 Whitlock Avenue
Marietta, GA 30064
 Creditor's email address, if known

 Date debt was incurred 2017
 Last 4 digits of account number _____
 Do multiple creditors have an interest in the same property?
☐ No
☒ Yes. Specify each creditor, including this creditor,
Sehal III, LLC, 1st; WH2, Inc., 2nd;
Cobb County Tax Commissioner,

Describe debtor's property that is subject to a lien

See Exhibit "A" to Schedule A/B

\$ 31,497.38

\$ 4,220,000.00

Describe the lien

Statutory

Is the creditor an insider or related party?

- ☒ No
☐ Yes

Is anyone else liable on this claim?

- ☒ No
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

2.2 Creditor's name
Sehal III, LLC
 Creditor's mailing address
1718 Peachtree St., NW
Suit 276, Atlanta, GA 30309
 Creditor's email address, if known

 Date debt was incurred _____
 Last 4 digits of account number _____
 Do multiple creditors have an interest in the same property?
☐ No
☒ Yes. Have you already specified the relative priority?
☐ No. Specify each creditor, including this creditor, and its relative priority.

☒ Yes. The relative priority of creditors is specified on lines 2,1

Describe debtor's property that is subject to a lien

See Exhibit "A" to Schedule A/B

\$ 2,621,500.00

\$ 4,220,000.00

Describe the lien

Agreement you made

Is the creditor an insider or related party?

- ☒ No
☐ Yes

Is anyone else liable on this claim?

- ☐ No
☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$ 4,709,410.83

Part 1: Additional Page

Column A

Amount of claim

Do not deduct the value of collateral.

Column B

Value of collateral that supports this claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2.3 Creditor's name

WH2, Inc.

Describe debtor's property that is subject to a lien

See Exhibit "A" to Schedule A/B

\$1,676,700.00

\$4,220,000.00

Creditor's mailing address1960 Spectrum Circle
Suite 100, Marietta, GA 30067**Describe the lien**

Agreement you made

Creditor's email address, if known**Is the creditor an insider or related party?**

- ☐
- No
-
- ☒
- Yes

Date debt was incurred**Last 4 digits of account number****Is anyone else liable on this claim?**

- ☐
- No
-
- ☒
- Yes. Fill out
- Schedule H: Codebtors*
- (Official Form 206H).

Do multiple creditors have an interest in the same property?

- ☐
- No
-
- ☒
- Yes. Have you already specified the relative priority?
-
- ☐
- No. Specify each creditor, including this creditor, and its relative priority.

As of the petition filing date, the claim is:

Check all that apply.

- ☐
- Contingent
-
- ☐
- Unliquidated
-
- ☐
- Disputed

- ☒
- Yes. The relative priority of creditors is specified on lines
- 2.1

2.4 Creditor's name

Worthington Condominium Assoc., Inc.

Describe debtor's property that is subject to a lien

See Exhibit "A" to Schedule A/B

\$379,713.45

\$4,220,000.00

Creditor's mailing address2555 Westside Parkway, Suite 600
Alpharetta, GA 30004**Describe the lien**

Statutory

Creditor's email address, if known**Is the creditor an insider or related party?**

- ☒
- No
-
- ☐
- Yes

Date debt was incurred 2018**Last 4 digits of account number****Is anyone else liable on this claim?**

- ☒
- No
-
- ☐
- Yes. Fill out
- Schedule H: Codebtors*
- (Official Form 206H).

Do multiple creditors have an interest in the same property?

- ☐
- No
-
- ☒
- Yes. Have you already specified the relative priority?
-
- ☐
- No. Specify each creditor, including this creditor, and its relative priority.

As of the petition filing date, the claim is:

Check all that apply.

- ☐
- Contingent
-
- ☐
- Unliquidated
-
- ☒
- Disputed

- ☒
- Yes. The relative priority of creditors is specified on lines
- 2.1

Debtor

Worthington Georgia Holdings, LLC

Name

Case number (if known)

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
Neel, Robinson, & Stafford, LLC c/o Shawn Stafford 5555 Glenridge Connector, Suite 400 Atlanta, GA, 30342	Line 2. <u>2</u>	_____
Poole Huffman 315 W. Ponce de Leon Ave. Suite 344 Decatur, GA, 30030	Line 2. <u>4</u>	_____
	Line 2. ____	_____
	Line 2. ____	_____
	Line 2. ____	_____
	Line 2. ____	_____
	Line 2. ____	_____
	Line 2. ____	_____
	Line 2. ____	_____
	Line 2. ____	_____
	Line 2. ____	_____
	Line 2. ____	_____
	Line 2. ____	_____
	Line 2. ____	_____
	Line 2. ____	_____

Fill in this information to identify the case:

Document Page 23 of 36

Debtor Worthington Georgia Holdings, LLC

United States Bankruptcy Court for the: Northern District of Georgia

Case number _____
(If known)

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☐ No. Go to Part 2.
- ☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

2.1 Priority creditor's name and mailing address

Georgia Department of Revenue
Bankruptcy Section
P.O. Box 161108
Atlanta, GA, 30321-0000

As of the petition filing date, the claim is: \$ 0.00

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Total claim

Priority amount

\$ _____

Date or dates debt was incurred

Basis for the claim:

Taxes & Other Government Units

Last 4 digits of account number _____

Is the claim subject to offset?

- ☒ No
☐ Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)

2.2 Priority creditor's name and mailing address

Internal Revenue Service
CIO
P.O. Box 7346
Philadelphia, PA, 19101-7346

As of the petition filing date, the claim is: \$ 0.00

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

\$ 0.00

Date or dates debt was incurred

Basis for the claim:

Taxes & Other Government Units

Last 4 digits of account number _____

Is the claim subject to offset?

- ☒ No
☐ Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)

2.3 Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ _____

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

\$ _____

Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number _____

Is the claim subject to offset?

- ☐ No
☐ Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (_____)

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1 Nonpriority creditor's name and mailing address Baldwin Crest Group, LLC 570 Piedmont Ave NE #54203 Atlanta, GA, 30308	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Services</u>	\$ 13,054.00
Date or dates debt was incurred _____ Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.2 Nonpriority creditor's name and mailing address Coleman Talley, LP 3475 Lenox Road, NE Suite 400 Atlanta, GA, 30326	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Services</u>	\$ 22,906.05
Date or dates debt was incurred _____ Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.3 Nonpriority creditor's name and mailing address ServPro of East Cobb 3850 Canton Road Suite 3114 Marietta, GA, 30066	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Services</u>	\$ 71,036.43
Date or dates debt was incurred _____ Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.4 Nonpriority creditor's name and mailing address Venture South Development II, LLC 4485 Tench Road, SE Suite 1220 Suwanee, GA, 30024	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Services</u>	\$ 114,651.17
Date or dates debt was incurred _____ Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.5 Nonpriority creditor's name and mailing address Veritext Corporation c/o CORPORATION SERVICE COMPANY 0 TECHNOLOGY PKWY SOUTH #300 Norcross, GA, 30092	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Services</u>	\$ 2,079.33
Date or dates debt was incurred _____ Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.6 Nonpriority creditor's name and mailing address	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____	\$ _____
Date or dates debt was incurred _____ Last 4 digits of account number _____	Is the claim subject to offset? <input type="checkbox"/> No <input type="checkbox"/> Yes	

Part 4:**Total Amounts of the Priority and Nonpriority Unsecured Claims****5. Add the amounts of priority and nonpriority unsecured claims.****Total of claim amounts**5a. **Total claims from Part 1**

5a.

\$ 0.00

5b. **Total claims from Part 2**

5b.

+

\$ 223,726.98

5c. **Total of Parts 1 and 2**

5c.

\$ 223,726.98

Lines 5a + 5b = 5c.

Fill in this information to identify the case:

Debtor name Worthington Georgia Holdings, LLC

United States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- ☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>See Exhibit "B"</p> <p>Lessor</p>	
2.2	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>	<p>Executory contract with property management company</p>	<p>Baldwin Crest Group, LLC</p> <p>570 Piedmont Ave NE</p> <p>#54203</p> <p>Atlanta, GA, 30308</p>
2.3	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>		
2.4	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>		
2.5	<p>State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining</p> <p>List the contract number of any government contract</p>		

Exhibit "B"

Debtor is lessor to the following real property leases. Leases in which the term has expired are month-to-month.

Move-In	Lease Start	Lease End	Market + Addl.	Dep On Hand	Balance	Total Charges	RENT	MTOM	HOA Dues	Storage Unit Rental
10/17/2016	10/17/2016	10/30/2018	\$ 936.00	\$ 2,040.00	\$ 446.14	\$ 895.00	\$ 895.00	\$ -	\$ 303.00	
11/01/2015	11/01/2015	10/31/2017	\$ 936.00	\$ -	\$ 874.50	\$ 795.00	\$ 795.00	\$ -	\$ 305.00	
03/06/2016	03/06/2016	03/31/2017	\$ 948.00	\$ 925.00	\$ 203.50	\$ 925.00	\$ 925.00	\$ -	\$ 375.00	
06/05/2015	06/05/2015	06/30/2017	\$ 1,754.00	\$ 500.00	\$ -	\$ 1,145.00	\$ 1,145.00	\$ -	\$ 558.00	
07/01/2016	07/01/2016	06/30/2017	\$ 1,344.00	\$ 1,600.00	\$ 2,947.00	\$ 895.00	\$ 895.00	\$ -	\$ 427.00	
04/01/2016	04/01/2016	03/31/2017	\$ 1,754.00	\$ 1,050.00	\$ -	\$ 1,125.00	\$ 1,125.00	\$ -	\$ 558.00	
11/01/2014	11/01/2014	10/31/2017	\$ 1,754.00	\$ 350.00	\$ -	\$ 1,100.00	\$ 1,100.00	\$ -	\$ 558.00	\$ 50.00
03/01/2015	03/01/2015	07/31/2017	\$ 1,344.00	\$ 1,100.00	\$ 4,172.00	\$ 960.00	\$ 960.00	\$ -	\$ 427.00	
04/01/2017	04/01/2017	03/31/2018	\$ 1,754.00	\$ 1,195.00	\$ 246.18	\$ 1,195.00	\$ 1,195.00	\$ -	\$ 558.00	
02/01/2016	02/01/2016	01/31/2018	\$ 936.00	\$ 620.00	\$ 90.75	\$ 907.50	\$ 825.00	\$ 82.50	\$ 303.00	
05/01/2016	05/01/2016	04/30/2017	\$ 1,344.00	\$ 1,150.00	\$ 139.15	\$ 1,150.00	\$ 1,150.00	\$ -	\$ 427.00	\$ 100.00
07/01/2015	07/01/2015	06/30/2017	\$ 1,344.00	\$ 805.00	\$ 338.80	\$ 925.00	\$ 925.00	\$ -	\$ 427.00	
02/04/2017	02/04/2017	02/28/2018	\$ 1,344.00	\$ 950.00	\$ 104.50	\$ 950.00	\$ 950.00	\$ -	\$ 427.00	
07/01/2015	07/01/2015	06/30/2017	\$ 1,754.00	\$ 1,345.00	\$ -	\$ 1,145.00	\$ 1,145.00	\$ -	\$ 558.00	
03/01/2016	03/01/2016	02/28/2017	\$ 1,754.00	\$ 1,195.00	\$ 1,424.50	\$ 1,195.00	\$ 1,195.00	\$ -	\$ 558.00	\$ 100.00
11/24/2015	11/24/2015	11/30/2017	\$ 936.00	\$ 875.00	\$ 1,479.00	\$ 900.00	\$ 900.00	\$ -	\$ 305.00	
06/01/2014	06/01/2014	09/30/2017	\$ 1,754.00	\$ 950.00	\$ (30.00)	\$ 1,050.00	\$ 1,050.00	\$ -	\$ 558.00	
01/10/2017	01/10/2017	04/30/2018	\$ 948.00	\$ 1,200.00	\$ 638.00	\$ 1,045.00	\$ 950.00	\$ 95.00	\$ 375.00	\$ 100.00
12/01/2017	12/01/2017	11/30/2018	\$ 1,754.00	\$ -	\$ (600.00)	\$ 1,200.00	\$ 1,200.00	\$ -	\$ 558.00	
06/01/2015	06/01/2015	05/31/2017	\$ 3,061.00	\$ 1,905.00	\$ 6,060.00	\$ 1,700.00	\$ 1,700.00	\$ -	\$ 973.00	
10/28/2015	10/28/2015	10/31/2017	\$ 3,061.00	\$ 1,100.00	\$ -	\$ 1,800.00	\$ 1,800.00	\$ -	\$ 973.00	\$ 50.00
09/27/2017	09/27/2017	09/26/2018	\$ 2,195.00	\$ 1,000.00	\$ 665.50	\$ 1,500.00	\$ 1,500.00	\$ -	\$ 698.00	
05/01/2016	05/01/2016	04/30/2017	\$ 2,195.00	\$ -	\$ -	\$ 1,400.00	\$ 1,400.00	\$ -	\$ 698.00	
06/27/2016	06/27/2016	06/30/2017	\$ 2,188.00	\$ 2,245.00	\$ 76.83	\$ 1,585.00	\$ 1,585.00	\$ -	\$ 696.00	\$ 100.00
02/10/2017	02/10/2017	02/28/2018	\$ 2,188.00	\$ 1,395.00	\$ 2,191.75	\$ 1,395.00	\$ 1,395.00	\$ -	\$ 696.00	
10/01/2015	10/01/2015	09/30/2017	\$ 948.00	\$ 350.00	\$ -	\$ 925.00	\$ 925.00	\$ -	\$ 375.00	\$ 50.00
01/01/2016	01/01/2016	12/31/2017	\$ 948.00	\$ 950.00	\$ 219.45	\$ 1,045.00	\$ 950.00	\$ 95.00	\$ 375.00	
12/01/2014	12/01/2014	11/30/2017	\$ 1,344.00	\$ -	\$ -	\$ 945.00	\$ 945.00	\$ -	\$ 427.00	
12/01/2014	12/01/2014	11/30/2017	\$ 1,344.00	\$ 3,400.00	\$ 1,452.50	\$ 925.00	\$ 925.00	\$ -	\$ 427.00	
09/25/2015	09/25/2015	09/30/2017	\$ 948.00	\$ 900.00	\$ 990.00	\$ -	\$ -	\$ -	\$ 375.00	
01/01/2017	01/01/2017	12/31/2017	\$ 948.00	\$ 899.00	\$ 207.67	\$ 988.90	\$ 899.00	\$ 89.90	\$ 375.00	
09/01/2015	09/01/2015	08/31/2017	\$ 1,344.00	\$ 800.00	\$ -	\$ 900.00	\$ 900.00	\$ -	\$ 427.00	
08/18/2017	08/18/2017	08/17/2018	\$ 1,344.00	\$ 1,050.00	\$ 23.65	\$ 1,050.00	\$ 1,050.00	\$ -	\$ 427.00	
03/07/2016	03/07/2016	03/31/2017	\$ 936.00	\$ 800.00	\$ -	\$ 850.00	\$ 850.00	\$ -	\$ 303.00	
09/01/2016	09/01/2016	08/31/2017	\$ 936.00	\$ 1,350.00	\$ 990.00	\$ 900.00	\$ 900.00	\$ -	\$ 305.00	
08/04/2015	08/04/2015	08/31/2017	\$ 948.00	\$ 900.00	\$ 108.90	\$ 900.00	\$ 900.00	\$ -	\$ 375.00	
09/22/2017	09/22/2017	09/21/2018	\$ 1,344.00	\$ 975.00	\$ 5,430.00	\$ 975.00	\$ 975.00	\$ -	\$ 427.00	
09/01/2015	09/01/2015	08/31/2017	\$ 936.00	\$ -	\$ -	\$ 825.00	\$ 825.00	\$ -	\$ 303.00	
08/18/2016	08/18/2016	08/31/2017	\$ 936.00	\$ 1,100.00	\$ 953.70	\$ 850.00	\$ 850.00	\$ -	\$ 305.00	
05/01/2016	05/01/2016	04/30/2017	\$ 1,344.00	\$ 1,245.00	\$ 209.84	\$ 995.00	\$ 995.00	\$ -	\$ 427.00	\$ 50.00
07/27/2015	07/27/2015	07/31/2017	\$ 1,344.00	\$ 950.00	\$ 1,045.00	\$ 950.00	\$ 950.00	\$ -	\$ 427.00	

Fill in this information to identify the case:

Debtor name Worthington Georgia Holdings, LLCUnited States Bankruptcy Court for the: Northern District of Georgia

Case number (If known): _____

☐ Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, **Schedules D-G**. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the code debtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1 <u>WC Prime Investor</u>	WC Prime Investors, LLC 1960 Spectrum Circle Unit 100 Marietta, GA, 30067	<u>Sehal III, LLC</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2 <u>Ken Blankenship</u>	Ken Blankenship 6207 Costa Lanier Lane Flowery Branch, GA, 30542	<u>WH2, Inc.</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3 <u>Braintree Holdings</u>	Braintree Holdings 26, LLC 675 Ponce De Leon Ave NE, Suite 8500 Atlanta, GA, 30308	<u>Sehal III, LLC</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4 <u>Sam Lloyd</u>	Sam Lloyd 675 Ponce De Leon Ave NE Suite 8500 Atlanta, GA, 30308	<u>Sehal III, LLC</u>	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.5 _____	_____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.6 _____	_____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case and this filing:

Debtor Name Worthington Georgia Holdings, LLC

United States Bankruptcy Court for the: Northern District of Georgia

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/21/2018
MM / DD / YYYY

X /s/ Thomas Roberts
Signature of individual signing on behalf of debtor

Thomas Roberts

Printed name

Manager

Position or relationship to debtor

Baldwin Crest Group, LLC
570 Piedmont Ave NE
Atlanta, GA 30308

Poole Huffman
315 W. Ponce de Leon Ave. Suite 344
Decatur, GA 30030

Braintree Holdings 26, LLC
675 Ponce De Leon Ave NE,
Suite 8500
Atlanta, GA 30308

Sam Lloyd
675 Ponce De Leon Ave NE
Suite 8500
Atlanta, GA 30308

Cobb County Tax Commissioner
736 Whitlock Avenue
Marietta, GA 30064

Sehal III, LLC
1718 Peachtree St., NW
Suit 276
Atlanta, GA 30309

Coleman Talley, LP
3475 Lenox Road, NE
Suite 400
Atlanta, GA 30326

ServPro of East Cobb
3850 Canton Road
Suite 3114
Marietta, GA 30066

Georgia Department of Revenue
Bankruptcy Section
P.O. Box 161108
Atlanta, GA 30321-0000

Venture South Development II, LLC
4485 Tench Road, SE
Suite 1220
Suwanee, GA 30024

Internal Revenue Service
CIO
P.O. Box 7346
Philadelphia, PA 19101-7346

Veritext Corporation
c/o CORPORATION SERVICE COMPANY
0 TECHNOLOGY PKWY SOUTH #300
Norcross, GA 30092

Ken Blankenship
6207 Costa Lanier Lane
Flowery Branch, GA 30542

WH2, Inc.
1960 Spectrum Circle
Suite 100
Marietta, GA 30067

Neel, Robinson, & Stafford, LLC
c/o Shawn Stafford
5555 Glenridge Connector, Suite 400
Atlanta, GA 30342

WH2, Inc.
1960 spectrum circle, ste 100,
Marietta
GA 30067

Worthington Condominium Assoc., Inc.
2555 Westside Parkway, Suite 600
Alpharetta, GA 30004

United States Bankruptcy Court
Northern District of Georgia

In re: Worthington Georgia Holdings, LLC

Case No.

Chapter 11

Debtor(s)

Verification of Creditor Matrix

The above-named Debtor(s) hereby verify that the attached list of creditors is true and correct to the best of their knowledge.

Date: 02/21/2018

/s/ Thomas Roberts

Signature of Individual signing on behalf of debtor

Manager

Position or relationship to debtor

United States Bankruptcy Court

Northern District of Georgia

In re Worthington Georgia Holdings, LLC

Case No. _____

Debtor Worthington Georgia Holdings, LLC

Chapter ¹¹ _____

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

☐ FLAT FEE

For legal services, I have agreed to accept \$ _____

Prior to the filing of this statement I have received. \$ _____

Balance Due. \$ _____

☒ RETAINER

For legal services, I have agreed to accept a retainer of \$ ^{25,000.00} _____

The undersigned shall bill against the retainer at an hourly rate of \$ ^{350.00} _____

[Or attach firm hourly rate schedule.] Debtor(s) have agreed to pay all Court approved fees and expenses exceeding the amount of the retainer.

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify) _____

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify) _____

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a other person or persons who are not members or associates of my law firm. A copy of the Agreement, together with a list of the names of the people sharing the compensation is attached.

5. In return of the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
- Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

d. [Other provisions as needed]

- A. prepare and file on behalf of the client all petitions, schedules, statements, plans, and other documents or pleadings;
- B. attend and represent the client at all meetings of creditors, hearings, trials, conferences, and other proceedings, whether in or out of court;
- C. provide legal advice to the client as to the rights, duties, and powers of the client as a debtor in possession in a chapter 11 case, and as to other matters arising in or related to the chapter 11 case; and
- D. otherwise assist, advise, and represent the client on matters related to the chapter 11 case as requested by the client

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:
Adversary Proceedings Filed Against Debtor.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

02/21/2018

/s/ Will Geer, 940493

Date

Signature of Attorney

Wiggam & Geer, LLC

Name of law firm
333 Sandy Springs Circle, NE
Suite 225
Atlanta, GA 30328
wgeer@wiggamgeer.com

United States Bankruptcy Court

IN RE:

Case No. _____

Worthington Georgia Holdings, LLC

Chapter 11 _____

LIST OF EQUITY SECURITY HOLDERS

Registered name and last known address of security holder	Shares (Or Percentage)	Security Class (or kind of interest)
WH2, Inc. 1960 spectrum circle, ste 100,, Marietta, GA 30067	3	Other
Braintree Holdings 26, LLC 3475 Lenox Road, N.E., Suite 400, Atlanta, GA 30326	97	Other (Member)